

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3898254

The Registrar of Companies for England and Wales hereby certifies that
STEELRAY NO. 140 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
THE HESLEY GROUP LIMITED

Given at Companies House, Cardiff, the 8th February 2000



C038982547



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

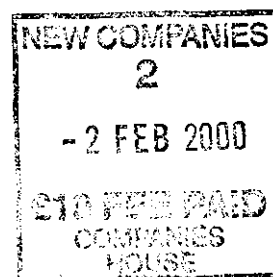


C O M P A N I E S H O U S E

HC006B

032811

Company Number: 3898254



THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
STEELRAY NO. 140 LIMITED

Passed 31st January 2000

At an Extraordinary General Meeting of the above-named Company duly convened and held at Richmond Point, 43 Richmond Hill, Bournemouth, Dorset on the 31st day of January 2000 the Resolution set out below was duly passed as a Special Resolution namely:

SPECIAL RESOLUTION

That the name of the Company be changed to The Hesley Group Limited

..... PDLyU
CHAIRMAN

